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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11
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DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)
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Debtors. : (Jointly Administered)
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JOINT STIPULATION AND AGREED ORDER COMPROMISING
AND ALLOWING PROOF OF CLAIM NUMBER 16507 AND
DISALLOWING AND EXPUNGING PROOF OF CLAIM
NUMBER 15939 (RT SUB, LLC F/K/A RECEPTEC, LLC)

Delphi Corporation and certain of its subsidiaries and affiliates, including Delphi Automotive Systems LLC ("DAS LLC"), debtors and debtors-in-possession in the above-captioned cases, (collectively, the "Debtors"), and RT Sub, LLC f/k/a RecepTec, LLC ("RT Sub") respectfully submit this Joint Stipulation And Agreed Order Compromising And Allowing Proof Of Claim Number 16507 And Disallowing And Expunging Proof Of Claim Number 15939 (RT Sub, LLC f/k/a RecepTec, LLC) and agree and state as follows:

WHEREAS, on October 8, 2005, the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS, on July 31, 2006, RT Sub filed proof of claim number 15939 against DAS LLC, which asserts an unsecured non-priority claim in the amount of \$16,662.36 ("Claim 15939") stemming from the sale of radio antenna goods to DAS LLC.

WHEREAS, on February 5, 2007, RT Sub filed proof of claim number 16507 against DAS LLC, which asserts an unsecured non-priority claim in the amount of \$98,790.36 ("Claim 16507," and together with Claim 15939, the "Claims") stemming from the sale of radio antenna goods to DAS LLC.

WHEREAS, on March 16, 2007, the Debtors objected to Claim 16507 pursuant to the Debtors' (i) Eleventh Omnibus Objection (Substantive) Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (a) Claims With Insufficient Documentation, (b) Claims Unsubstantiated By Debtors' Books And Records, (c) Untimely Claims And (d) Claims Subject To Modification (Docket No. 7301) (the "Eleventh Omnibus Claims Objection").

WHEREAS, on April 11, 2007, RT Sub filed its Response Of RT Sub, LLC To Debtors' Eleventh Omnibus Objection To Claims (Docket No. 7632) (the "First Response").

WHEREAS, on June 26, 2008, the Debtors objected to Claim 15939 pursuant to the Debtors' Thirtieth Omnibus Objection Pursuant To 11 U.S.C. § 502(b) And Fed R. Bankr. P. 3007 To Certain (A) Amended Claims, (B) Equity Claim, (C) Untimely Insufficiently Documented Claim, (D) Books And Records Claims, (E) Untimely Claims, And (F) Claims Subject To Modification (Docket No. 13823) (the "Thirtieth Omnibus Claims Objection").

WHEREAS, on July 17, 2008, RT Sub filed its Response of RT Sub, LLC to Debtors' Thirtieth Omnibus Objections to Claims (Claim No. 15939) (Docket No. 13931) (the "Second Response," together with the First Response, the "Responses").

WHEREAS, on July 28, 2008, to resolve the Eleventh Omnibus Claims Objection with respect to Claim 16507 and the Thirteenth Omnibus Claims Objection with respect to Claim 15939, DAS LLC and RT Sub entered into a settlement agreement (the "Settlement Agreement").

WHEREAS, pursuant to the Settlement Agreement, DAS LLC acknowledges and agrees that Claim 16507 shall be allowed against DAS LLC in the amount of \$95,981.48.

WHEREAS, RT Sub acknowledges that Claim 15939 has been amended by Claim 16507. The Debtors and RT Sub agree that Claim Number 15939 should be disallowed and expunged.

WHEREAS, DAS LLC is authorized to enter into the Settlement Agreement either because the Claim involves ordinary course controversies or pursuant to that certain Amended And Restated Order Under 11 U.S.C. §§ 363, 502, And 503 And Fed. R. Bankr. P. 9019(b) Authorizing Debtors To Compromise Or Settle Certain Classes Of Controversy And Allow Claims Without Further Court Approval (Docket No. 8401) entered by this Court on June 26, 2007.

THEREFORE, the Debtors and RT Sub stipulate and agree as follows:

1. Claim 16507 shall be allowed in the amount of \$95,981.48 and shall be treated as an allowed general unsecured non-priority claim against the estate of DAS LLC.
2. Claim 15939 shall be disallowed and expunged in its entirety.
3. RT Sub shall withdraw its Responses to the Eleventh Omnibus Claims and Thirtieth Omnibus Claims Objection with prejudice.

So Ordered in New York, New York, this 27th day of August, 2008

/s/Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND
APPROVED FOR ENTRY:

/s/ John Wm. Butler, Jr.

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